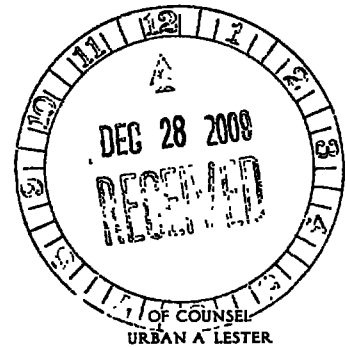


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December 23, 2009

RECORDATION NO. 28105 FILED

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W
Washington, D.C. 20423

DEC 23 '09 -10 30 AM

U.S. SURFACE TRANSPORTATION BOARD

Master Service Contract C-7339, Rider 3

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 16, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor. American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

Lessee: Omya, Incorporated
39 Main Street
Proctor, VT 05765

Section Chief
December 23, 2009
Page 2

A description of the railroad equipment covered by the enclosed document is:

63 railcars within the series SHPX 201987 - SHPX 202140 as more particularly set forth in the equipment schedule attached to the document.


A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC and Shippers Third LLC, all with respect to Omya, Incorporated, a Vermont Corporation, ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract C-7339, rider 3 dated as of 6/10/2008 (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX.

RECORDATION NO. 28105 FILED

DEC 23 '09 -10 30 AM

SHRAGE TRANSPORTATION BOARD

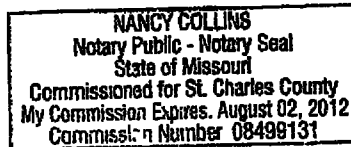
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: Umesh Choksi
Name: Umesh Choksi
Title: CFO & Treasurer

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 16th day of Dec, 2009, before me, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the CFO & Treasurer of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Nancy Collins
Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Omya, Inc.

Contract C-7339 rider 3

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
63			
	Tank	SHPX	201987
	Tank	SHPX	202008
	Tank	SHPX	202022
	Tank	SHPX	202024
	Tank	SHPX	202029
	Tank	SHPX	202032
	Tank	SHPX	202034
	Tank	SHPX	202041
	Tank	SHPX	202047
	Tank	SHPX	202049
	Tank	SHPX	202050
	Tank	SHPX	202051
	Tank	SHPX	202052
	Tank	SHPX	202053
	Tank	SHPX	202054
	Tank	SHPX	202057
	Tank	SHPX	202061
	Tank	SHPX	202062
	Tank	SHPX	202063
	Tank	SHPX	202065
	Tank	SHPX	202066
	Tank	SHPX	202067
	Tank	SHPX	202068
	Tank	SHPX	202070
	Tank	SHPX	202081
	Tank	SHPX	202088
	Tank	SHPX	202089
	Tank	SHPX	202091
	Tank	SHPX	202092
	Tank	SHPX	202093
	Tank	SHPX	202095
	Tank	SHPX	202096
	Tank	SHPX	202097

Schedule A

Equipment

Omya, Inc.

Contract C-7339 rider 3

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
63			
	Tank	SHPX	202098
	Tank	SHPX	202100
	Tank	SHPX	202102
	Tank	SHPX	202103
	Tank	SHPX	202104
	Tank	SHPX	202111
	Tank	SHPX	202114
	Tank	SHPX	202115
	Tank	SHPX	202116
	Tank	SHPX	202117
	Tank	SHPX	202119
	Tank	SHPX	202120
	Tank	SHPX	202121
	Tank	SHPX	202122
	Tank	SHPX	202123
	Tank	SHPX	202124
	Tank	SHPX	202125
	Tank	SHPX	202127
	Tank	SHPX	202128
	Tank	SHPX	202129
	Tank	SHPX	202130
	Tank	SHPX	202131
	Tank	SHPX	202132
	Tank	SHPX	202134
	Tank	SHPX	202135
	Tank	SHPX	202136
	Tank	SHPX	202137
	Tank	SHPX	202138
	Tank	SHPX	202139
	Tank	SHPX	202140

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/23/09



Robert W Alvord